

Exhibit 2

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

INTERNATIONAL BUSINESS MACHINES
CORPORATION,

Plaintiff,

v.

JEFF S. SMITH,

Defendant.

17 Civ. _____

**DECLARATION OF
ARVIND KRISHNA**

Arvind Krishna declares pursuant to 28 U.S.C. § 1746:

1. I am the Director of Research at International Business Machines Corporation (“IBM” or “the Company”), and the Senior Vice President of IBM Hybrid Cloud. I have worked for IBM since December 1990, serving in a variety of research, technology and senior management positions. I was appointed to my current position in January 2015.

2. I make this declaration in support of IBM’s application for a temporary restraining order and a preliminary injunction to enjoin Jeff Smith from taking a position as Vice President of Amazon Web Services (“AWS”), one of IBM’s principal competitors, during the remaining 9 months of his non-competition agreement.

3. Until his recent resignation from IBM, Mr. Smith was one of the top 65 executives at IBM, a company with more than 380,000 employees. From 2014 until his resignation in May 2017, Mr. Smith was the Chief Information Officer (“CIO”), Transformation and Operations, and was a member of IBM’s senior leadership team and technology development team.

4. Mr. Smith was a member of IBM's senior-most leadership team, [REDACTED], which meets quarterly to discuss IBM's performance and develop competitive strategies to win business from customers. He also was a member of a team of select senior technology executives, [REDACTED], which meets six times a year to discuss new technologies and product and service development plans.

5. My primary concern about Mr. Smith's threat to switch to the senior leadership of AWS is that he has first-hand knowledge of highly secret product innovations IBM has developed and [REDACTED]—Cloud Computing. Mr. Smith participated in discussions, exchanged emails and received extremely sensitive information about a product development initiative [REDACTED] Anticipated to launch commercially [REDACTED], this new service will combine first of its kind computer hardware and software to offer Cloud Computing to large business enterprises (such as banks, insurance companies, and government agencies) that is [REDACTED]

6. IBM has pursued this product development project in secret, and [REDACTED] [REDACTED] is a key element in IBM's plans to continue competing directly against AWS to provide Cloud Computing services to large enterprise customers. Mr. Smith is one of the very few executives at IBM who was exposed to the most competitively sensitive details about this new technology, including the improvements in computing speed and data security, and what it will cost IBM to deliver this technology to customers in direct competition against AWS.

7. Mr. Smith also learned specific details about IBM's launch plans and competitive marketing strategies for [REDACTED], and he helped decide how IBM could best deploy the [REDACTED] offerings to the market to maximize the benefit to IBM against AWS and other competitors.

8. As I understand it, in his proposed role as Vice President of AWS, Mr. Smith will be reporting directly to the CEO of AWS, Andrew Jassy, and he will be responsible for broad segments of AWS's Cloud Computing business. It appears that, at AWS, Mr. Smith will be involved in the company's strategies for competing against IBM and other Cloud Computing providers—just like he was at IBM.

9. AWS's core business is Cloud Computing, and as such it competes head-to-head against IBM. Were he permitted to join the senior management of AWS, I believe Mr. Smith would inevitably be involved in decision-making about how best to compete against IBM and, in my view, would inevitably disclose or use IBM trade secrets regarding [REDACTED] and other highly confidential and competitively sensitive subjects regarding IBM's proprietary plans, products, and strategies.

10. [REDACTED] is not the only confidential product or service about which Mr. Smith has knowledge that he would take to AWS. There are numerous other secret product development initiatives IBM intends to launch later in 2017 and 2018 that Mr. Smith knows about and that will help IBM compete against AWS, including [REDACTED]; a new offering called Agile Accelerate, which will help customers manage and optimize their corporate culture and organizational performance; [REDACTED]
[REDACTED]

11. In sum, Mr. Smith was involved in highly confidential discussions about IBM product development strategies; launch plans for new offerings; the financial performance and projections of the Company; and campaigns to win business from customers against its top competitors, including AWS. Also, as IBM's CIO, Mr. Smith was chiefly responsible for and learned highly confidential information regarding IBM's software development infrastructure, corporate data security, and workflow optimization on a company-wide basis, all of which he will bring with him to compete against IBM if he is permitted to start working at AWS without waiting for the 9-month balance of his non-competition agreement.

IBM

12. IBM is a globally integrated business that offers information technology ("IT") products and services to a wide range of business, public sector, and individual customers.

13. IBM designs, develops, and brings to market a portfolio of software products and services for customers in all industries including Hybrid Cloud, which offers businesses and government entities infrastructure, services, and tools for integrated Cloud Computing.

14. Cloud Computing is the delivery of on-demand computing resources—everything from applications to data storage—over the internet on a pay-for-use basis. Cloud Computing enables individuals and businesses to access, store and use data and software via the internet on computer servers owned and/or managed by third-party "Cloud" service providers—such as IBM, AWS, Microsoft—and pay for that service based on usage, like a metered utility or on-demand television.

15. IBM relies on trade secrets, other confidential information, and proprietary methods and processes in developing, implementing and marketing its product and services offerings, and each year it spends billions of dollars and dedicates extensive research efforts to the development of technological innovations supporting its hardware, software, and services businesses. Among other things, IBM utilizes trade secrets, proprietary information and methods, confidential technical know-how, competitively sensitive customer and distribution information, and confidential competitive strategies to design, develop, manufacture and bring to market a variety of products and services relating to computer systems.

Jeff Smith

16. Mr. Smith started working at IBM in August 2014 as the CIO of the Company.

17. Before joining IBM, Mr. Smith had been the CIO of Suncorp, a finance, insurance, and banking corporation headquartered in Brisbane, Australia. Prior to that, he had served as the CIO for Telstra, an Australian telecommunications and media company; as CIO for Honeywell AlliedSignal, an aerospace, automotive and engineering company based in New Jersey that was acquired by commercial conglomerate company Honeywell International, Inc.; and as CIO for Schlage Lock Company, a hardware manufacturing company acquired by Ingersoll Rand, Inc.

18. On March 28, 2017, Mr. Smith informed IBM that he intended to accept an offer to join AWS as Vice President, reporting directly to AWS's CEO. IBM learned that Mr. Smith intended to commence employment with AWS on April 24, 2017.

I understand that, as a result of conversations among counsel, Mr. Smith decided to resign from IBM effective May 2, 2017, without accepting AWS's offer of employment.

19. On June 13, 2017, Mr. Smith's counsel provided formal notice to IBM that Mr. Smith had, in fact, accepted a position as Vice President with AWS and intended to commence employment on August 7, 2017.

20. As IBM's CIO, Mr. Smith was responsible for, among other things, devising and implementing IBM's competitive and proprietary strategies concerning developer tools; corporate data security; and cultural transformation, specifically Agile Culture.

21. Mr. Smith also was a member of the IBM's [REDACTED], which I describe below. Through his participation on these executive leadership committees, Mr. Smith was privy to confidential business information concerning IBM trade secrets, including the Company's ongoing plans to launch competitive products later in 2017 and 2018, as well as the Company's financial plans and competitive strategies. Mr. Smith was privy to the Company's most sensitive information, including discussions about IBM's strengths and strategies to compete against its major competitors, and specifically, [REDACTED]

This information will remain relevant and competitively sensitive well into 2018.

22. As he was required to do, Mr. Smith regularly participated in [REDACTED] meetings, and the meeting materials confirm that Mr. Smith regularly received sensitive Company information, including information regarding competitive products that IBM has not yet launched or publicly announced.

23. Mr. Smith was one of IBM's most recognized leaders and is a frequent speaker at industry conventions and other gatherings. In the past 18 months, he has visited with over 200 customers or partners. Through this role, Mr. Smith marketed IBM business across all of its product lines. Mr. Smith developed close relationships with many important IBM customers and partners in his role as IBM's CIO. He had, for example, responsibility for the [REDACTED], and he was also assigned as the Partnership Executive Program lead for [REDACTED], meaning that he was responsible for the overall relationship between IBM and [REDACTED] and knew about all aspects of its account with IBM. By his own admission, he was recently involved directly in transactions with two important customers—[REDACTED].

24. Mr. Smith was a "Band A" executive at IBM. IBM employees with letter Bands (beginning at D and rising to A and AA) are IBM executives, and IBM employees with number Bands (beginning at 1 and rising to 10) are non-executives. Band A and AA executives are the highest ranking executives in the Company.

25. Mr. Smith also was a member of IBM's Growth & Transformation Team ("G&TT"), a leadership group of about 300 high-level executives from all areas of IBM tasked with solving critical challenges and focusing on transforming the Company and its strategies. As a G&TT member, Mr. Smith participated in executive strategy sessions concerning all of IBM's business, including the most recent G&TT session that occurred in January 2017 and featured presentations on the IBM's Cloud Computing strategies for 2017 and 2018.

IBM's [REDACTED]

26. The [REDACTED] is a senior-level committee comprised of a select number of executives at the highest levels of IBM's corporate leadership, including the fifteen Senior Vice Presidents collectively responsible for running all of IBM's business lines and the top geographic and industry leaders from around the globe.

27. Mr. Smith became a member of the [REDACTED] not merely by virtue of his role as IBM's CIO, but also because of his unique role in developing Company-wide strategies and pursuing customer opportunities. Prior to Mr. Smith, only one IBM CIO had participated in the [REDACTED]; the current CIO (Mr. Smith's replacement) is not a member of the [REDACTED]

28. IBM has about 380,000 employees; only approximately 65 senior executives are members of the [REDACTED]. In-person attendance at the [REDACTED]'s quarterly meetings is mandatory. The [REDACTED] meets in person at IBM's headquarters in Armonk, New York once each quarter to discuss the Company's competitive strategies, operational performance, financial targets, product development and launch plans, and all other major corporate topics. As a member of the [REDACTED] and participant in the quarterly meetings with IBM's senior officers, Mr. Smith was privy to the Company's most sensitive business secrets and confidential information, including discussions about IBM's strategies for competing against its major competitors, including specifically AWS.

29. I am a member of the [REDACTED]. I also chair the [REDACTED], which is a senior executive group that determines IBM's technology strategies. It is limited to approximately 15 members, plus the CEO and myself. It

includes the Senior Vice Presidents of IBM Cloud and Cognitive Solutions and IBM Research; the lead engineer for IBM's Watson group; the lead architect for IBM's Cloud Computing strategies; the product head for IBM's integration software business; and the product head for IBM's public Cloud Computing data platform. The [REDACTED] meets approximately six times per year to decide what technologies and platforms IBM will launch, as well as to discuss IBM's technological strengths and competitive strategies vis-à-vis its competition.

30. Mr. Smith regularly attended [REDACTED] meetings. In connection with those meetings, Mr. Smith received and reviewed competitively sensitive IBM confidential information, including information regarding competitive products that IBM has not yet launched or publicly announced.

31. [REDACTED] materials are restricted to a very small number of people within IBM, comprising [REDACTED] members and their Senior Vice Presidents, their assistants, their Executive Assistants, and IBM's Corporate Technology team. [REDACTED] members were informed in 2016 and reminded in 2017 that [REDACTED] materials are not to be distributed beyond those individuals authorized to receive them.

32. Mr. Smith's participation on the [REDACTED] [REDACTED] exposed him to highly sensitive, strictly confidential IBM information regarding product development and competitive strategies, including in connection with Cloud Computing business that competes directly against AWS. This information is held closely secret even within IBM. Mr. Smith's participation on the [REDACTED]

[REDACTED] also involved him in critical strategy and decision-making discussions with the Company's most senior executives.

[REDACTED]

33. Mr. Smith personally participated in high-level discussions and decision-making about how IBM could best compete against AWS. In particular, he was involved in discussions and presentations concerning the design, development and forthcoming launch of new Cloud Computing products and services [REDACTED]

[REDACTED]

34. These new IBM offerings are still under development and testing, and are referred to internally as [REDACTED]. The design, engineering, functionality and financial details of these product development projects are among the most competitively sensitive and closely guarded business secrets at IBM. Mr. Smith, by virtue of his position on the [REDACTED], is among the relatively few IBM executives who had knowledge of and access to that confidential information.

35. Mr. Smith was one of the 17 people on the Technology Team who, throughout 2015 and 2016, helped decide upon and then develop the technological components of [REDACTED]

36. The keys to competition among Cloud Computing service providers like IBM, AWS, and others are the speed of transmission, the security of data, and the cost of delivering on-demand service. [REDACTED] is an innovative combination of new software and hardware designed to improve performance and reduce costs for customers running applications on the Cloud. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

37. Our competitors and industry analysts are closely watching IBM's next moves in Cloud Computing. In June 2017, a report from technology analyst Gartner (attached hereto as Exhibit ("Ex.") A) stated that, "IBM is in the midst of a 'Next-Generation Infrastructure (NGI)' engineering project, but it has not announced a release date." That IBM is developing a next generation technology to compete against AWS and others is not a secret, but what that technology is, how it works, what it costs, and when it will be launched are trade secrets.

38. Mr. Smith knows many of those trade secrets. Mr. Smith knows the proprietary and confidential components, capabilities, and costs of [REDACTED], as he received, reviewed, and discussed materials outlining the project in detail. (Attached hereto as Exs. B and C are [REDACTED] Powerpoint Decks with cover emails showing receipt by Smith.) He knows IBM's strategies for marketing the offerings, the roadmap of project milestones, and the anticipated launch periods for the products and rollouts for related services offerings.

39. Specifically, Mr. Smith was briefed about [REDACTED]

[REDACTED]. Mr. Smith also was told [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Mr. Smith attended meetings, received presentations and participated in discussion about [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

40. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

41. The confidential information Mr. Smith knows about the capabilities and cost of IBM's new Cloud Computing offering under development is current, and would be very helpful to a competitor, especially AWS, in attempts to counteract or compete against [REDACTED]. For example, if AWS knows the costs to IBM of providing services to customers, AWS could use that information to set its pricing of potentially competitive services to undercut IBM's business. AWS could also use what Mr. Smith knows to devise competitive marketing and sales strategies in advance of IBM's launch. The information that Mr. Smith learned about the costs, pricing, and capabilities of [REDACTED] through his work on the Technology Team in late 2016 and early 2017 is still secret and competitively sensitive today, and will remain so, at the very least, until the official launch of [REDACTED]. Much of this information, including the costs to IBM of providing [REDACTED] services to

customers, will remain secret and competitively sensitive long after the launch of [REDACTED]
[REDACTED]

42. The importance of the confidential information Mr. Smith knows about the costs of [REDACTED] and its usefulness to AWS, is illustrated by the Gartner report in June 2017, which compared offerings from IBM and AWS in the business area of “Cloud Infrastructure as a Service, Worldwide,” *with a focus on the costs* of the competitors’ Cloud Computing offerings. (Ex. A.) The report stated that, “AWS is perceived as a cost leader” in the Cloud Computing market, but suggested that IBM’s forthcoming Cloud Computing offerings could make IBM even more competitive on costs. The report concludes: “The eventual rollout of [IBM’s new Cloud Computing offerings] is likely to help IBM evolve beyond its current status as a hosting-scale provider, making it more viable for IBM to *match the cost economics of the market leaders*,” including AWS. Whether, how and when IBM will meet the market’s expectations are all highly confidential.

[REDACTED]

43. [REDACTED] is software that IBM is developing which will be customized to support the [REDACTED] solution. [REDACTED]
[REDACTED] [REDACTED] [REDACTED]
[REDACTED] [REDACTED]. Mr. Smith received sensitive information regarding [REDACTED]. (Attached hereto as Ex. E is a January 2017 [REDACTED] Powerpoint Deck regarding [REDACTED].)

44. [REDACTED] [REDACTED]
[REDACTED] [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

45. [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] By supporting [REDACTED] is a critical part of IBM's effort to compete against AWS in the Cloud Computing market. Mr. Smith received sensitive information regarding [REDACTED]

46. IBM is closely guarding the launch plans for [REDACTED] [REDACTED], to maximize the market advantage for IBM and minimize competitive countermeasures from competitors like AWS. At present, and subject to changes, IBM [REDACTED] [REDACTED]. At present, and subject to changes, IBM anticipates launching [REDACTED]. IBM's target launch plans and specifics regarding IBM's rollouts of the new offerings were presented to Mr. Smith during [REDACTED] meetings and in related communications. (Ex. C at 14 and Ex. E at 10, 12, 14, 16, 18 (Powerpoint Decks from [REDACTED] meetings).)

47. It is vital to the success of all these product and service development projects that their design and functionality, as well as IBM's launch timeframes and marketing strategy, remain a secret from AWS and other Cloud Computing competitors. Having advance knowledge of [REDACTED]

[REDACTED] would give a competitor the time and opportunity to prepare a competitive marketing response to try to thwart the commercial impact of IBM's launch, devise defensive tactics to guard against specific customer losses, and/or consider competing technological developments of their own.

48. AWS and other Cloud Computing competitors will likely develop offerings designed as alternatives or competitors to the products and services associated with [REDACTED]. It is likely that a competitor could develop such an offering within 12 to 18 months from the date of IBM's launch of [REDACTED] [REDACTED]—or from the date that the competitor otherwise becomes familiar with the functionality and components of the offerings.

Additional Products and Services under Development

49. [REDACTED]

[REDACTED] [REDACTED] [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

50. [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]

51.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

52.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

53. For example, in December 2016, AWS announced a new Managed Services offering that would compete against IBM's Global Technology Services managed portfolio. IBM anticipates that AWS will attempt to expand its presence in this field. IBM also anticipates that AWS is likely to develop and eventually market an offering to compete indirectly or directly against IBM's Agile Accelerate and IBM's forthcoming regulatory technology and compliance technology offerings.

54. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

IBM-AWS Competition

55. IBM and AWS market to the same enterprise and government customers hardware, software and services offerings that compete directly against each other in many fields, especially in Cloud Computing. Recent industry reports identify IBM and AWS as among the top competitors in Cloud Computing.²

56. AWS is listed in IBM's SEC 10-K filing as among IBM's "principal competitors."³ IBM considers AWS a "Champion Competitor," publicly measures its services against those offered by AWS,⁴ and reports publicly on instances when customers switch over from AWS to IBM.⁵

¹ See Amazon Web Services, *AWS Professional Services* (last visited July 31, 2017), <https://aws.amazon.com/professional-services/>.

² See, e.g., Gartner, *Magic Quadrant for Cloud Infrastructure as a Service, Worldwide* (last visited July 31, 2017), <https://www.gartner.com/doc/reprints?id=1-2G2O5FC&ct=150519>; see also Investor's Business Daily, *Amazon Cloud Services Under Growing Threat From Microsoft, Google, IBM* (last visited July 31, 2017) <http://www.investors.com/news/technology/amazon-cloud-services-under-growing-threat-from-microsoft-google-ibm> (identifying IBM and AWS as among the top competitors in Cloud Computing and stating that "IBM continues to lead in hosted private cloud" based on report from Synergy Research Group).

³ U.S. SEC, *IBM Form 10-K for the Year Ended December 31, 2015* (last visited July 31, 2017), www.sec.gov/Archives/edgar/data/51143/000104746916010329/a2226548z10-k.htm.

⁴ See, e.g., IBM Advantage Blog, *Competitive Study of IBM Bluemix vs. AWS for Moving WAS Workloads to the Cloud* (Jan. 13, 2017), <https://advantage.ibm.com/2017/01/13/competitive-study-of-ibm-bluemix-vs-amazon-aws-for-moving-was-workloads-to-the-cloud/>; IBM Cloud computing news, *SoftLayer delivers a competitive edge in the fast-paced film industry* (Nov. 24, 2015), www.ibm.com/blogs/cloud-computing/2015/11/softlayer-delivers-a-competitive-edge-in-the-fast-paced-film-industry/; IBM Offering Information, *Evaluating Price And Performance of Cloud*

57. AWS likewise promotes articles describing IBM as its competitor.⁶

58. AWS has increased its competition against IBM by marketing new services in data, analytics and applications in an attempt to gain a greater market share in the enterprise customer base. Many large enterprise customers, including banks and insurance companies, have historically constituted IBM's customer base. AWS is actively attempting to encourage certain enterprise customers to go to AWS, rather than IBM, for help with "digital transformation," such as migrating data to the Cloud. In recent months, AWS also has recruited high-level executives with experience in selling and providing Cloud Computing services to such enterprise customers, including executives from IBM. I consider AWS's hiring of Mr. Smith to be part of this effort.

59. [REDACTED]

[REDACTED]

[REDACTED]

Providers SoftLayer vs. AWS and Microsoft (Aug. 14, 2015), www-01.ibm.com/common/ssi/cgi-bin/ssialias?htmlfid=KUV12538USEN.

⁵ See IBM News Releases, *MutualMind Migrates From Amazon Web Services and Rackspace to IBM Cloud to Unlock the Power of Social Media Data* (Sept. 25, 2014), www-03.ibm.com/press/us/en/pressrelease/44977.wss.

⁶ See AWS Resources, *AWS named as a leader in the Infrastructure as a Service (IaaS) Magic Quadrant report for 6th consecutive year* (last visited June 22, 2017), <https://aws.amazon.com/resources/gartner-2016-mq-learn-more/> (linking to TechRepublic, *Amazon still crushing cloud competition, says Gartner Magic Quadrant for IaaS* (Aug. 5, 2016)); AWS Media Coverage, *The Washington Post: Amazon Web Services wins court case over CIA cloud contract* (Oct. 13, 2013), <https://aws.amazon.com/about-aws/media-coverage/2013/10/13/washington-post-amazon-web-services-wins-court-case-over-cia-cloud-contract/> (linking to The Washington Post, *Amazon Web Services wins court case over CIA cloud contract* (Oct. 13, 2013)).

⁷ The January 2017 [REDACTED] Presentation is attached hereto as Ex. H. See Ex. H at 20.

⁸ The October 2016 [REDACTED] Presentation #4 is attached hereto as Ex. I. See Ex. I at 7-9.

[REDACTED]

[REDACTED]

60. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

61. In a recent [REDACTED] meeting that Mr. Smith attended in October 2016, IBM's top executives discussed the Company's current and future plans for competing [REDACTED] in marketing, selling, and providing Cloud Computing services to enterprise customers.¹¹ [REDACTED]

[REDACTED]

[REDACTED]

62. The job that Mr. Smith intends to take at AWS is thus in competition against the job he held at IBM. Mr. Smith intends to move from IBM's strategic leadership team to AWS's strategic leadership team. His proposed role at AWS would involve him in the development of AWS products and competitive strategies to compete against IBM.

63. Mr. Smith poses a particular competitive threat to IBM, not merely because he knows the Company's trade secrets, but because he has developed relationships with significant IBM customers or potential customers on the strength of IBM's good will, products and services, and often served as the public face of IBM at

⁹ The July 2016 [REDACTED] Presentation is attached hereto as Ex. J. *See* Ex. J at 12.

¹⁰ The October 2016 [REDACTED] Presentation #2 is attached hereto as Ex. K. *See* Ex. K at 2.

¹¹ *See* Ex. I (October 2016 [REDACTED] Presentation #4) at 7–11.

major industry events. Smith was also a frequent speaker on behalf of IBM at industry conventions and other gatherings. In the past 18 months, he visited with over 200 customers or partners. Through this role, Smith marketed IBM business across all of its product lines. Smith developed close relationships with many important IBM customers and partners in his role as IBM's CIO.

64. In addition, Mr. Smith was responsible for directly supervising IBM's Global Chief Information Security Officer. In his role as CIO, Mr. Smith attended certain steering committee meetings to discuss IBM's most sensitive data. This highly confidential information is kept closely secret within IBM, and it could cause the Company irreparable harm if this information were disclosed to anyone outside the Company—especially a competitor like AWS.

65. If Mr. Smith is permitted to switch sides and join AWS's senior-most leadership team, Mr. Smith will be able to use the IBM confidential information in his possession and leverage the customer goodwill he developed at IBM to help AWS develop and market competitive offerings—all to the detriment of IBM.

I declare under penalty of perjury that the foregoing is true and correct.



Arvind Krishna

Executed on July 31, 2017